

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:

NITRO FLUIDS, LLC., *et al.*

Debtors.

)

) Chapter 11

)

) Case No. 24-60018 (CML)

)

) (Jointly Administered)

)

**SUMMARY COVERSHEET FOR THE FIRST INTERIM
FEE APPLICATION OF JACKSON WALKER LLP AS CO-COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE FEE PERIOD FROM JUNE 5, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	Jackson Walker LLP	
Applicant's Role in Case:	Co-Counsel to the Official Committee of Unsecured Creditors	
Docket No. of Employment Order(s):	Docket No. 225	
Interim Application (x) First Final Application ()	First Interim	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	06/05/2024	08/31/2024
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)		
Do expense reimbursements represent actual and necessary expenses incurred? (Y)		
Compensation Breakdown for Time Period Covered by this Application		
Total professional fees requested in this Application:	\$222,104.50	
Total professional hours covered by this Application:	323.5	
Average hourly rate for professionals:	\$686.57	
Total paraprofessional fees requested in this Application:	\$6,490.00	

Total paraprofessional hours covered by this Application:	25.8
Average hourly rate for paraprofessionals:	\$251.55
Total fees requested in this Application:	\$228,594.50
Total expense reimbursements requested in this Application:	\$522.06
Total fees and expenses requested in this Application:	\$229,116.56
Total fees and expenses awarded in all prior Applications:	N/A
Plan Status: No draft of plan has been circulated to the UCC.	
<p>Primary Benefits: During the Fee Period, Jackson Walker assisted the UCC in formation efforts including drafting committee bylaws and setting up weekly meetings, negotiating first day motions including the DIP Motion and DIP Order, preparing agendas and hosting weekly meetings with committee members, attending weekly meetings with debtor professionals, participating and advising the committee on the Motion to Lift Stay and related IP litigation filed by Cameron International, monitored and participated in the bid procedures process, monitored and participated in the review of certain bids and the sale process in general, participated in the negotiation of the DIP Amendment stipulation, held internal meetings with co-counsel, and generally reviewed the docket, advised, and performed related tasks pursuant to the duties of the UCC.</p>	

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	
)	Chapter 11
NITRO FLUIDS, LLC., <i>et al.</i>)	
)	Case No. 24-60018 (CML)
Debtors.)	(Jointly Administered)
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**FIRST INTERIM FEE APPLICATION OF JACKSON WALKER LLP AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE FEE PERIOD FROM JUNE 5, 2024 THROUGH AUGUST 31, 2024**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

Jackson Walker LLP (“JW”), co-counsel to the Official Committee of Unsecured Creditors (“UCC”), hereby submits its *First Interim Fee Application for Allowance and Payment of Fees and Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period From June 5, 2024 Through August 31, 2024* (the “Application”) for interim allowance of (a) compensation in the amount of \$228,594.50 for professional services JW rendered to the UCC from June 5, 2024 through August 31, 2024 (the “Fee Period”) and (b) reimbursement of actual and necessary expenses in the amount of \$522.06 that JW incurred during the Fee Period.

Itemization of Services Rendered and Expenses Incurred

1. In support of this Application, JW attaches the following exhibits:

EXHIBIT	DESCRIPTION
A	Notice of Jackson Walker LLP's First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period From June 5, 2024 Through June 30, 2024 [Docket No. 243]
B	Notice of Jackson Walker LLP's Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period From July 1, 2024 Through July 31, 2024 [Docket No. 253]
C	Notice of Jackson Walker LLP's Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period From August 1, 2024 Through August 31, 2024 [Docket No. 281]

2. During the Fee Period, Jackson Walker assisted the UCC in formation efforts including drafting committee bylaws and setting up weekly meetings, negotiating first day motions including the DIP Motion and DIP Order, preparing agendas and hosting weekly meetings with committee members, attending weekly meetings with debtor professionals, participating and advising the committee on the Motion to Lift Stay and related IP litigation filed by Cameron International, monitored and participated in the bid procedures process, monitored and participated in the review of certain bids and the sale process in general, participated in the negotiation of the DIP Amendment stipulation, held internal meetings with co-counsel, and generally reviewed the docket, advised, and performed related tasks pursuant to the duties of the UCC.

3. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. JW reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with title 11 of the United States Code, the

Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (“Interim Compensation Order”) [Docket No, 171].

4. JW requests that this Court enter an order (a) granting interim allowance of compensation for professional services rendered by JW during the Fee Period in the amount of \$228,594.50, (b) granting reimbursement of actual and necessary expenses incurred by JW during the Fee Period in the amount of \$522.06, (c) authorizing the Debtors to pay the fees and expenses to JW as requested, less any fees and expenses previously paid pursuant to the Interim Compensation Order, for the Fee Period, and (d) granting such other and further relief as is just and proper.

Houston, TX

Dated: September 19, 2024

/s/ Zach McKay

JACKSON WALKER LLP

Genevieve M. Graham (TX Bar No. 24085340)

Zachary S. McKay (TX Bar No. 24073600)

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*Co-Counsel for the Official Committee of Unsecured
Creditors*

CERTIFICATE OF SERVICE

I hereby certify that, on the 19th day of September 2024, a copy of the foregoing was served via the Court's ECF system upon all parties receiving notice through same.

/s/ Zach McKay

Zachary S. McKay

Exhibit A

First Monthly Fee Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:

NITRO FLUIDS, LLC., *et al.*

Debtors.

)

) Chapter 11

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) Case No. 24-60018 (CML)

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**NOTICE OF JACKSON WALKER LLP'S FIRST
MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 5, 2024 THROUGH JUNE 30, 2024**

Name of Applicant:	Jackson Walker LLP	
Applicant’s Role in Case:	Co-Counsel to the Official Committee of Unsecured Creditors	
Date Order of Employment Signed:		
	Beginning of Period:	End of Period
Time period covered by this Statement:	6/5/2024	6/30/2024
Summary of Total Fees and Expenses Requested		
Total fees requested for payment in this Statement:	\$88,204.00 (80% of \$110,255.00)	
Total expenses requested for payment in this Statement:	\$513.06	
Total fees and expenses requested for payment in this Statement (exclusive of 20% Holdback):	\$88,717.06	
Total fees and expenses for the period covered by this Statement (inclusive of 20% Holdback):	\$110,768.06	
Summary of <u>Attorneys’</u> Fees for the Period Covered by This Statement		
Attorneys’ fees:	\$107,833.50	
Actual attorney hours:	155.7	
Average hourly rate for attorneys:	\$692.57	
Summary of <u>Paraprofessional</u> Fees for the Period Covered by This Statement		
Paraprofessional fees:	\$2,421.50	
Actual paraprofessional hours:	9.8	
Average hourly rate for paraprofessionals:	\$247.09	

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 171], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to §§ 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Fee Procedures Order”) [Docket No. 171], Jackson Walker LLP (“JW”), as co-counsel to the Official Committee of Unsecured Creditors, hereby files its *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from June 5, 2024 Through June 30, 2024* (“Monthly Fee Statement”).

1. Pursuant to the Fee Procedures Order, JW seeks interim payment of \$88,204.00 (80% of \$110,255.00) as compensation for professional services rendered to the Official Committee of Unsecured Creditors during the period from June 5, 2024 through June 30, 2024 (the “Fee Period”); and \$513.06 in expenses, for a total amount of \$88,717.06.

2. In support of the Monthly Fee Statement, JW submits a *Summary of Expenses for the Fee Period*, attached hereto as **Exhibit A**, a *Summary of Legal Fees by Category for the Fee Period*, attached hereto as **Exhibit B**, and a *Detailed Record of Fees as Co-Counsel for the Fee Period*, attached hereto as **Exhibit C**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve via email to JW and the following Application Recipients (as defined in the Fee Procedures Order) a written notice setting forth the precise nature of the objection and the amount at issue (the “Notice of Objection”) on or before fourteen (14) days after service of this Monthly Fee Statement:

- (a) the Debtors, c/o Nitro Fluids, LLC, Attn: Brad Walker (bwalker@riverbendssg.com);
- (b) counsel to the Debtors, Bonds Ellis Eppich Schafer Jones LLP, Attn: Joshua N. Eppich (joshua@bondsellis.com); Eric T. Haitz (eric.haitz@bondsellis.com); and Ken Green (ken.green@bondsellis.com);
- (c) the Office of the United States Trustee for the Southern District of Texas, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov);
- (d) counsel for the Committee, if applicable;
- (e) Counsel for Simmons Bank, Winstead PC, Attn: Jason Enright (jenright@winstead.com) and
- (f) counsel for Blue Sky Bank, GableGotwals, Attn: Brandon Bickle (bbickle@gablelaw.com) and Sid Swinson (sswinson@gablelaw.com).

4. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. JW reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Fee Procedures Order.

Houston, TX
Dated: August 12, 2024

/s/ Zachary McKay

JACKSON WALKER LLP

Genevieve M. Graham (TX Bar No. 24085340)

Zachary McKay (TX Bar No. 24073600)

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Email: zmckay@jw.com

*Co-Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	TOTAL
LEXIS	\$170.56
Parking	\$14.00
Hearing Transcript	\$328.50
TOTAL	\$513.06

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	LEGAL FEES	EXPENSES	TOTAL
110	Case Administration	\$24,551.50		
130	Asset Disposition	\$4,750.00		
140	Relief from Automatic Stay and Adequate Protection	\$17,637.50		
150	Meetings and Communications with Creditors	\$751.00		
160	Fee/Employment Applications	\$11,809.00		
210	Business Operations	\$1,141.00		
230	Financing and Cash Collateral	\$49,615.00		
	Totals	\$110,255.00	\$513.06	\$110,768.06

Total Fees for Fee Period	\$110,255.00
20% Fee Holdback for Fee Period	\$22,051.00
80% of Fees Amount for Fee Period	\$88,204.00
Total Expenses for Fee Period	\$513.06
TOTAL REQUEST	<u>\$88,717.06</u>

EXHIBIT C**DETAILED RECORD OF FEES AS CO-COUNSEL FOR THE FEE PERIOD**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
06/05/24	Z. McKay	5.7	4,132.50	Communication with committee members and counsel regarding new representation (1.5); Review first day motions, other items related to first day relief (2.5); Communication with debtor counsel regarding initial requests from committee (1.2); Draft brief update to committee (.5).
06/05/24	S. Teso	1.0	230.00	Compile various pleadings from docket (.5); prepare and finalize for filing Notice of Appearance (.3); confer with JW Team re same (.2).
06/05/24	D. Trevino	0.7	175.00	Communicate with team regarding case (.2) Draft notice of appearance and circulate internally (.5)
06/06/24	G. Graham	1.0	815.00	Call regarding case status (.4); review docket regarding complex case treatment (.2); attend meeting with committee members to discuss immediate action items (.4).
06/06/24	Z. McKay	4.2	3,045.00	Lead counsel meeting in preparation for first committee meeting (1.5); lead initial committee meeting with committee members and counsel (1.2); review engagement letter (.8); review recently filed pleadings- bid procedures, motion to employ (.5); communication with debtor counsel re hearing date (.2).
06/07/24	M. Ghyas	0.8	412.00	Multiple correspondence with team regarding case administration, outstanding items for UCC review.
06/07/24	K. Gradney	0.2	55.00	Coordinate first day hearing transcript (.1); correspond with team re same (.1).
06/08/24	Z. McKay	1.5	1,087.50	Draft committee member case status update.
06/10/24	M. Ghyas	0.5	257.50	Participate in UCC WIP meeting to discuss deadlines, next steps.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/10/24	D. Trevino	1.2	300.00	Initial draft of committee bylaws.
06/12/24	Z. McKay	4.1	2,972.50	Prepare for and host initial committee meeting following DIP hearing (2.1); review next step items (1.5); Communication with committee re engagement letter and bylaws (.5).
06/17/24	Z. McKay	0.5	362.50	Prepare for committee update call.
06/17/24	M. Ghyas	1.3	669.50	Prepare agenda for UCC meeting (.5); review docket including schedules and SOFAs in preparation for same (.4); multiple correspondence regarding same (.4).
06/18/24	G. Graham	0.2	163.00	Attend weekly UCC meeting.
06/18/24	Z. McKay	2.1	1,522.50	Call with Debtors' counsel re weekly call with financial advisor (.3); draft agenda for weekly call with committee (.6); attend weekly committee meeting (1.2).
06/18/24	M. Ghyas	3.6	1,854.00	Multiple correspondence regarding case administration including docketing (1.1); revised agenda in anticipation for committee call (.7); call with committee (.6); reviewed schedules and statements in anticipation for call (1.2).
06/18/24	D. Trevino	0.9	225.00	Communicate with team regarding various deadlines, update calendar.
06/19/24	M. Ghyas	3.1	1,596.50	Draft memorandum re creditors duties with regard to other committee members.
06/21/24	D. Trevino	0.4	100.00	Coordinate data room access for documents from debtor.
06/25/24	Z. McKay	1.8	1,305.00	Prepare agenda and points for committee meeting (1.0) Host committee meeting (.8).
06/25/24	M. Ghyas	3.5	1,802.50	Review filings in preparation for UCC meeting (1.1); draft agenda for same (1.1); conference/correspond with team regarding same (.8); attend UCC meeting (.5).
06/25/24	S. Teso	0.4	92.00	Draft Witness and Exhibit List for upcoming hearing on various matters (.2); confer with JW team re same (.2).
06/26/24	G. Graham	0.8	652.00	Attend weekly UCC meeting.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/27/24	Z. McKay	1.0	725.00	Communication with committee members re various matters.
Total Case Administration		40.5	\$ 24,551.50	
<u>Asset Disposition:</u>				
06/18/24	G. Graham	0.8	652.00	Correspondence regarding bid procedures (.2); review bid procedures (.6).
06/20/24	G. Graham	0.8	652.00	Correspondence regarding bid procedures (.6); review bid procedures objection (.2).
06/20/24	Z. McKay	0.5	362.50	Review bid procedures.
06/20/24	M. Ghyas	1.8	927.00	Draft and revise objection to bid procedures.
06/20/24	K. Gradney	0.3	82.50	Prepare for filing limited objection to bid procedures.
06/21/24	Z. McKay	1.0	725.00	Review objection to bid procedures.
06/24/24	G. Graham	0.2	163.00	Review bid procedures order (.1); correspond re same (.1).
06/25/24	M. Ghyas	0.6	309.00	Prepare witness and exhibit list for hearing on bid procedures.
06/26/24	G. Graham	0.3	244.50	Correspondence regarding bid procedures (.2); call regarding same (.1).
06/27/24	Z. McKay	0.7	507.50	Prepare for hearing on bid procedures.
06/27/24	D. Trevino	0.5	125.00	Review debtors' bidding order and calendar deadlines internally.
Total Asset Disposition		7.5	\$ 4,750.00	
<u>Relief from Stay/Adequate Protection Proceedings:</u>				
06/10/24	D. Trevino	0.2	50.00	Review the recently filed motion for relief of Cameron International, calculate and docket related deadlines.
06/17/24	Z. McKay	3.9	2,827.50	Review motion to lift stay filed by Cameron and related IP docket.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/18/24	Z. McKay	2.4	1,740.00	Continue to review Cameron motion in preparation for debtor call (.5); lead conference call with debtor counsel re Cameron motion to lift stay (.6); Work on MTLs/Cameron issues memo at request of committee (1.3).
06/18/24	M. Ghyas	0.5	257.50	Attend call regarding Cameron lift stay motion.
06/19/24	Z. McKay	6.4	4,640.00	Attend call with Cameron counsel, debtor counsel, bank counsel, related to Cameron's motion to lift stay (.5); review memorandum re same (5.9).
06/19/24	M. Ghyas	0.5	257.50	Review, edit memo to UCC regarding Cameron Lift Stay.
06/20/24	G. Graham	0.2	163.00	Review stay objection memo.
06/20/24	Z. McKay	0.5	362.50	Communications with Committee re Cameron lift stay issues.
06/21/24	D. Trevino	0.4	100.00	Prepare draft objection to Motion for Relief of Cameron International.
06/24/24	Z. McKay	2.5	1,812.50	Draft email communication to counsel for Cameron (1.0); Phone call with counsel to Cameron re lift stay motion (.3); Draft objection to same (1.2).
06/25/24	Z. McKay	4.3	3,117.50	Revise objection to Cameron lift stay motion.
06/25/24	M. Ghyas	0.3	154.50	Revised UCC objection to Cameron motion to lift stay.
06/25/24	D. Trevino	0.2	50.00	Review and prepare for filing the objection and reservation of rights of the UCC to the Motion for Relief of Cameron International.
06/26/24	Z. McKay	1.8	1,305.00	Review objections to Cameron lift stay (1.0); Review Motion to extend stay (.4); Review decision adversary proceeding filed by Debtors (.4).
06/27/24	Z. McKay	1.0	725.00	Continue review of motion to extend stay and complaint filed.
06/27/24	D. Trevino	0.3	75.00	Calculate and docket related deadlines re amended motion to lift stay filed by Cameron International.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
Total Relief from Stay/Adequate Protection Proceedings		25.4	\$ 17,637.50	
<u>Meetings of and Communications with Creditors:</u>				
06/17/24	M. Ghyas	0.6	309.00	Research regarding duties creditors committee.
06/20/24	M. Ghyas	0.7	360.50	Attend 341 Meeting of Creditors.
06/24/24	G. Graham	0.1	81.50	Call with attorney for general unsecured creditor regarding case status and potential recovery.
Total Meetings of and Communications with Creditors		1.4	\$ 751.00	
<u>Fee/Employment Applications:</u>				
06/18/24	G. Graham	0.6	489.00	Review investment banker retention application (.4); correspondence regarding application to employ investment banker (.2).
06/19/24	G. Graham	1.6	1,304.00	Review investment banker retention app (.7); multiple correspondence regarding same (.4); review prior IB retention orders to compare (.5).
06/19/24	M. Ghyas	2.6	1,339.00	Review retention applications in preparation for objection.
06/19/24	M. Ghyas	1.6	824.00	Conduct market comparison for investment banker retention application.
06/20/24	G. Graham	0.4	326.00	Correspondence regarding investment banker retention (.2); review investment banker retention objection (.2).
06/20/24	Z. McKay	1.0	725.00	Review investment banker retention application.
06/20/24	M. Ghyas	1.6	824.00	Draft and revise objection to IB application.
06/20/24	K. Gradney	0.2	55.00	Prepare and finalize for filing limited objections to IB retention.
06/21/24	G. Graham	0.1	81.50	Correspondence regarding investment banker retention.
06/21/24	Z. McKay	4.5	3,262.50	Revise objection to Cameron lift stay motion.
06/21/24	Z. McKay	0.6	435.00	Review objections to investment banker retention application.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/24/24	G. Graham	0.1	81.50	Review proposed order approving retention of PPHB as IB.
06/24/24	D. Trevino	1.0	250.00	Prepare Jackson Walker retention application on behalf of the Committee.
06/27/24	Z. McKay	2.5	1,812.50	Review draft of Jackson Walker retention application and revise same.
Total Fee/Employment Applications		18.4	\$ 11,809.00	
<u>Business Operations:</u>				
06/05/24	G. Graham	1.4	1,141.00	Review wages motion and proposed final order, taxes motion and proposed final order, insurance motion and proposed final order, and cash management motion and proposed final order (.9); correspondence regarding same (.3); correspondence regarding to-dos, action items, and hearing (.2).
Total Business Operations		1.4	\$ 1,141.00	
<u>Financing/Cash Collections:</u>				
06/05/24	Z. McKay	1.0	725.00	Review initial DIP motion and proposed order in preparation for second day hearing.
06/05/24	M. Ghyas	0.9	463.50	Multiple correspondence regarding case administration including research regarding DIP.
06/06/24	G. Graham	1.9	1,548.50	Correspondence regarding DIP hearing (1.0); review docket and relevant pleadings for exhibit and witness list for DIP hearing (.9).
06/06/24	K. Peguero	4.8	4,200.00	Review and comment on draft Final DIP Order.
06/06/24	Z. McKay	3.5	2,537.50	Begin investigation into DIP terms.
06/06/24	M. Ghyas	2.6	1,339.00	Multiple conferences with team regarding DIP motion, outstanding diligence items and pending objection.
06/06/24	M. Ghyas	1.3	669.50	Research regarding DIP motions in other cases.
06/06/24	D. Trevino	0.8	200.00	Draft witness and exhibit list for the DIP hearing, circulate internally (.5) Review and calendar deadlines related to DIP (.3).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/07/24	G. Graham	1.9	1,548.50	Correspondence regarding DIP and DIP order (.9); review exhibit and witness list for hearing on same (.1); correspondence regarding same (.2); call regarding DIP order and revisions to same (.4); review same (.3).
06/07/24	K. Peguero	3.1	2,712.50	Review Final DIP Order (1.7); prepare for participate in DIP Order review session (1.4)
06/07/24	Z. McKay	8.9	6,452.50	Continue review of DIP terms (3.9); Counsel meeting re DIP markup, objections. (2.0); Draft DIP markup (3.0).
06/07/24	M. Ghyas	3.4	1,751.00	Incorporate team comments to Debtor's amended DIP Order.
06/07/24	M. Ghyas	1.2	618.00	Research regarding comparable debtor filings in preparation for DIP objection/budget request.
06/07/24	M. Ghyas	1.3	669.50	Conference with team regarding DIP objection.
06/07/24	S. Teso	0.4	92.00	Prepare draft of objection to DIP motion.
06/07/24	S. Teso	0.5	115.00	Prepare draft objection to cash collateral (.4); confer with JW team re same (.1).
06/07/24	D. Trevino	0.1	25.00	Update calendar for DIP hearing date, and related deadlines.
06/08/24	Z. McKay	2.5	1,812.50	Final edits to DIP order.
06/08/24	M. Ghyas	0.3	154.50	Review correspondence with Debtor's counsel regarding DIP objection (.2); circulate team mark-up of same (.1).
06/10/24	G. Graham	2.7	2,200.50	Correspondence regarding DIP (.8); meeting regarding DIP objection (.4); attend call with Debtors' counsel regarding DIP (1.2); correspondence regarding same (.3).
06/10/24	G. Graham	0.6	489.00	Review final DIP markup (.4); prepare for call re same (.1); call with Debtor, lender re same (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/10/24	Z. McKay	12.8	9,280.00	Review DIP term sheet for references to objection issues (1.5); Review other DIP documents (.5); Draft DIP Objection (3.4); attend UCC counsel call re DIP Objection (1.1); attend UCC counsel meeting re budget (1.3); Attend call with debtor counsel re DIP (1.5); Attend call with debtor counsel and DIP Lender (1.0); Draft committee update related to all issues on DIP and related outcomes following negotiations (2.5).
06/10/24	M. Ghyas	1.6	824.00	Meeting with Debtor, Lender regarding DIP (.8); market/legal research regarding same (.8).
06/10/24	M. Ghyas	1.3	669.50	Meeting with Debtor regarding objections to DIP (.9); conference with team regarding same (.4).
06/11/24	G. Graham	3.0	2,445.00	Attend DIP hearing (1.5); correspondence regarding same (.2); review filed DIP order (1.3).
06/11/24	Z. McKay	5.8	4,205.00	Communications with debtor counsel re remaining issues between committee and debtors (.4); Meeting on issues with committee counsel (1.8); Review final redlined DIP order (1.3); Attend Final DIP Hearing (1.5); Follow up with committee group (.8).
06/11/24	M. Ghyas	0.2	103.00	Multiple correspondence with team regarding DIP hearing.
06/11/24	D. Trevino	0.1	25.00	Communicate with team regarding appearances for DIP hearing.
06/14/24	Z. McKay	2.4	1,740.00	Review redline changes to credit agreement (2.2); Communication with debtor counsel re same (.2).
Total Financing/Cash Collections		70.9	\$ 49,615.00	

Exhibit B

Second Monthly Fee Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:

NITRO FLUIDS, LLC., *et al.*

Debtors.

)
) Chapter 11
)
) Case No. 24-60018 (CML)
)
) (Jointly Administered)
)

**NOTICE OF JACKSON WALKER LLP'S SECOND
MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JULY 1, 2024 THROUGH JULY 31, 2024**

Name of Applicant:	Jackson Walker LLP	
Applicant’s Role in Case:	Co-Counsel to the Official Committee of Unsecured Creditors	
Date Order of Employment Signed:	7/31/2024 [Docket No. 225]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	7/1/2024	7/31/2024
Summary of Total Fees and Expenses Requested		
Total fees requested for payment in this Statement:	\$49,246.40 (80% of \$61,558.00)	
Total expenses requested for payment in this Statement:	\$0.00	
Total fees and expenses requested for payment in this Statement (exclusive of 20% Holdback):	\$49,246.40	
Total fees and expenses for the period covered by this Statement (inclusive of 20% Holdback):	\$61,558.00	
Summary of <u>Attorneys’</u> Fees for the Period Covered by This Statement		
Attorneys’ fees:	\$58,594.00	
Actual attorney hours:	85.1	
Average hourly rate for attorneys:	\$688.54	
Summary of <u>Paraprofessional</u> Fees for the Period Covered by This Statement		
Paraprofessional fees:	\$2,963.50	
Actual paraprofessional hours:	11.8	
Average hourly rate for paraprofessionals:	\$251.14	

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 171], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to §§ 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Fee Procedures Order”) [Docket No. 171], Jackson Walker LLP (“JW”), as co-counsel to the Official Committee of Unsecured Creditors, hereby files its *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from July 1, 2024 Through July 31, 2024* (“Monthly Fee Statement”).

1. Pursuant to the Fee Procedures Order, JW seeks interim payment of \$49,246.40 (80% of \$61,558.00) as compensation for professional services rendered to the Official Committee of Unsecured Creditors during the period from July 1, 2024 through July 31, 2024 (the “Fee Period”). JW did not incur any expenses during the Fee Period.

2. In support of the Monthly Fee Statement, JW submits a *Summary of Expenses for the Fee Period*, attached hereto as **Exhibit A**, a *Summary of Legal Fees by Category for the Fee Period*, attached hereto as **Exhibit B**, and a *Detailed Record of Fees as Co-Counsel for the Fee Period*, attached hereto as **Exhibit C**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve via email to JW and the following Application Recipients (as defined in the Fee Procedures Order) a written notice setting forth the precise nature of the objection and the amount at issue (the “Notice of Objection”) on or before fourteen (14) days after service of this Monthly Fee Statement:

- (a) the Debtors, c/o Nitro Fluids, LLC, Attn: Brad Walker (bwalker@riverbendssg.com);
- (b) counsel to the Debtors, Bonds Ellis Eppich Schafer Jones LLP, Attn: Joshua N. Eppich (joshua@bondsellis.com); Eric T. Haitz (eric.haitz@bondsellis.com); and Ken Green (ken.green@bondsellis.com);
- (c) the Office of the United States Trustee for the Southern District of Texas, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov);
- (d) Counsel for Simmons Bank, Winstead PC, Attn: Jason Enright (jenright@winstead.com) and
- (e) counsel for Blue Sky Bank, GableGotwals, Attn: Brandon Bickle (bbickle@gablelaw.com) and Sid Swinson (sswinson@gablelaw.com).

4. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. JW reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Fee Procedures Order.

Houston, TX

Dated: August 21, 2024

/s/ Zachary McKay

JACKSON WALKER LLP

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Zachary McKay (TX Bar No. 24073600)

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*Co-Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	TOTAL
TOTAL	\$0.00

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	LEGAL FEES	EXPENSES	TOTAL
110	Case Administration	\$4,259.00		
120	Asset Analysis and Recovery	\$13,119.00		
130	Asset Disposition	\$2,875.00		
140	Relief from Automatic Stay and Adequate Protection	\$8,390.50		
150	Meetings and Communications with Creditors	\$15,093.50		
160	Fee/Employment Applications	\$13,365.00		
210	Business Operations	\$1,947.50		
230	Financing and Cash Collateral	\$2,218.50		
310	Claim Administration and Objections	\$290.00		
	Totals	\$61,558.00	\$0.00	\$61,558.00

Total Fees for Fee Period	\$61,558.00
20% Fee Holdback for Fee Period	\$12,311.60
80% of Fees Amount for Fee Period	\$49,246.40
Total Expenses for Fee Period	\$0.00
TOTAL REQUEST	<u>\$49,246.40</u>

EXHIBIT C**DETAILED RECORD OF FEES AS CO-COUNSEL FOR THE FEE PERIOD**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
07/02/24	D. Trevino	0.5	125.00	Review docket and calendar deadlines, circulate internally.
07/03/24	Z. McKay	1.0	725.00	Communicate with committee re various items.
07/10/24	Z. McKay	2.2	1,595.00	Internal communication re case staffing and related issues.
07/12/24	D. Trevino	0.8	200.00	Review recently filed motions, calculate and calendar deadlines.
07/16/24	M. Ghyas	0.6	309.00	Review docket and update internal work streams regarding upcoming deadlines.
07/23/24	Z. McKay	0.7	507.50	Host WIP meeting, discuss upcoming deadlines, divisions of work.
07/25/24	Z. McKay	1.1	797.50	Phone call with debtor counsel re various items (.3); call with debtor professionals (.5); communication with co-counsel re document request (.3).
Total Case Administration		6.9	\$ 4,259.00	
<u>Asset Analysis and Recovery:</u>				
07/16/24	C. Thompson	0.5	397.50	Begin review and analysis of D&O policy, coverage for potential claims, limits of policy, and policy period.
07/16/24	Z. McKay	0.9	652.50	Host counsel call, discuss upcoming deadlines, committee investigation roles.
07/17/24	Z. McKay	1.0	725.00	Review data room documents.
07/22/24	Z. McKay	4.7	3,407.50	Perform lien review of prepetition liens.
07/23/24	Z. McKay	1.7	1,232.50	Continue lien review.
07/23/24	M. Ghyas	0.6	309.00	Update internal work streams in preparation for pre-petition loan investigation and committee meetings.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/23/24	M. Ghyas	0.5	257.50	Confer with team regarding pre-petition lien diligence list and lien investigation updates.
07/23/24	M. Ghyas	0.9	463.50	Research regarding lien investigation.
07/24/24	Z. McKay	4.7	3,407.50	Continue pre-petition lien review (4.3); call with Blue Sky Bank re various lien issues (.4).
07/24/24	M. Ghyas	0.6	309.00	Investigate UCC filings re Straitline Pumps and Nitro Fluid LLC.
07/25/24	Z. McKay	2.7	1,957.50	Phone call with Simmons' counsel (.5); review lien issues for Simmons. (2.2).
Total Asset Analysis and Recovery		18.8	\$ 13,119.00	

Asset Disposition:

07/01/24	Z. McKay	1.1	797.50	Review notice of sale, bidding procedures.
07/03/24	Z. McKay	1.8	1,305.00	Attend call with Debtor advisors re sale process update (.8); review materials provided by debtor re same (1.0).
07/03/24	M. Ghyas	0.5	257.50	Call with Debtor regarding assets marketing strategy and other case updates.
07/10/24	M. Ghyas	0.5	257.50	Call with debtor regarding review of assets and sales updates.
07/31/24	M. Ghyas	0.5	257.50	Participate in meeting with Debtor regarding sales updates.
Total Asset Disposition		4.4	\$ 2,875.00	

Relief from Stay/Adequate Protection Proceedings:

07/11/24	M. Ghyas	0.2	103.00	Review docket re lift stay (.1); revise w/e list for same (.1).
07/12/24	D. Trevino	0.6	150.00	Draft witness and exhibit list for upcoming hearing on lift stay (.3); prepare exhibits and finalize for filing (.2).
07/15/24	Z. McKay	2.0	1,450.00	Review Cameron responses related to lift stay and motion to consolidate.
07/16/24	Z. McKay	5.5	3,987.50	Prepare for hearing on Cameron Motion to Lift Stay (4.1); attend hearing on same (1.0); confer with debtor counsel re next steps (.4).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/16/24	M. Ghyas	0.5	257.50	Attend status conference on Cameron lift stay.
07/16/24	D. Trevino	0.2	50.00	Update calendar on new hearing date for Motion for Relief of Cameron International Corp. and calculate and docket related deadlines.
07/18/24	Z. McKay	1.8	1,305.00	Draft client update from Cameron motion to lift stay hearing.
07/26/24	Z. McKay	1.1	797.50	Review discovery received from Cameron.
07/30/24	Z. McKay	0.4	290.00	Review Cameron objection to motion to extend stay.
Total Relief from Stay/Adequate Protection Proceedings		12.3	\$ 8,390.50	

Meetings of and Communications with Creditors:

07/02/24	G. Graham	0.5	407.50	Attend weekly UCC meeting.
07/02/24	Z. McKay	4.6	3,335.00	Prepare for (.7) and host weekly committee meeting (.5); prepare asset overview chart at committee request (3.4).
07/02/24	M. Ghyas	3.1	1,596.50	Update workflows in preparation for UCC meeting (.8); multiple correspondence with UCC re same (.8); review schedules in preparation for same (1); attend UCC meeting (.5).
07/09/24	Z. McKay	3.2	2,320.00	Prepare for (2.5) and host weekly committee meeting. (.7)
07/09/24	M. Ghyas	1.5	772.50	Review docket and filings in preparation for creditor meeting (.4); draft agenda in preparation for same (.6); attend UCC meeting (.5).
07/17/24	Z. McKay	0.4	290.00	Attend weekly meeting with debtor professionals.
07/17/24	Z. McKay	0.2	145.00	Call with counsel for equity holder.
07/18/24	M. Ghyas	0.1	51.50	Correspond with B. Williamson regarding UCC meeting.
07/23/24	Z. McKay	1.8	1,305.00	Prepare for (1.2) and host weekly UCC meeting (.6).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/23/24	M. Ghyas	0.9	463.50	Draft agenda for UCC meeting (.5); attend meeting (.4).
07/29/24	Z. McKay	0.2	145.00	Communication with counsel for B. Koricanek.
07/30/24	Z. McKay	3.3	2,392.50	Draft, revise agenda/prep for weekly meeting (2.8); host weekly committee meeting (.5).
07/30/24	M. Ghyas	1.8	927.00	Draft agenda for UCC meeting (1.4); attend same (.4).
07/31/24	Z. McKay	1.3	942.50	Prepare for (.5) and attend weekly call with debtor professionals (.8).
Total Meetings of and Communications with Creditors		22.9	\$ 15,093.50	
<u>Fee/Employment Applications:</u>				
07/01/24	Z. McKay	1.0	725.00	Review Jackson Walker retention application.
07/01/24	D. Trevino	1.5	375.00	Continue draft of schedules for the JW retention application.
07/02/24	D. Trevino	2.5	625.00	Revise draft of retention application schedules, circulate internally.
07/03/24	D. Trevino	0.6	150.00	Draft declaration for committee chairman for JW retention application.
07/05/24	Z. McKay	3.5	2,537.50	Review retention application, declarations.
07/05/24	S. Teso	0.6	138.00	Prepare and finalize for filing Jackson Walker retention application (.4); confer re same (.2).
07/08/24	Z. McKay	1.0	725.00	Correspondence with co-counsel re fee applications (.3); Correspondence with US Trustee re same (.7).
07/11/24	Z. McKay	1.0	725.00	Communication with co-counsel re retention application, communication with UST.
07/15/24	Z. McKay	1.5	1,087.50	Draft email response/communication with UST re retention applications.
07/18/24	K. Gradney	0.5	137.50	Draft Jackson Walker first fee statement.
07/23/24	Z. McKay	0.7	507.50	Correspond with US Trustee re retention application (.2); confer with debtor, UCC re same (.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/23/24	M. Ghyas	0.1	51.50	Correspond with team regarding fee statement.
07/24/24	Z. McKay	0.2	145.00	Confer with US Trustee re declaration in support of retention application.
07/26/24	Z. McKay	1.0	725.00	Phone call with counsel for equity holder re retention application (.5); draft stipulation re same (.5).
07/26/24	K. Gradney	1.5	412.50	Revise Jackson Walker first monthly fee statement.
07/26/24	D. Trevino	0.6	150.00	Draft stipulation extending objection deadline for application to employ Brinkman as co-counsel to the committee.
07/29/24	Z. McKay	1.0	725.00	Confer with co-counsel re retention application (.8); review CNO for JW application (.1); communication with UST re same (.1).
07/30/24	Z. McKay	1.4	1,015.00	Communications with Koricanek counsel re retention (.6); draft retention documents (.8).
07/30/24	S. Teso	0.3	69.00	Draft Certificate of Counsel re Brinkman Law Group retention application.
07/31/24	Z. McKay	2.7	1,957.50	Correspondence re retention issues (1.5); review retention related documents for Jackson Walker and Brinkman prior to filing (1.2).
07/31/24	K. Gradney	0.3	82.50	Update June fee statement.
07/31/24	S. Teso	0.3	69.00	Prepare and finalize for filing CNO for Jackson Walker retention application.
07/31/24	S. Teso	1.0	230.00	Prepare redline of Brinkman order re retention (.3); compile and finalize for filing Certificate of Counsel re Brinkman retention application (.7).
Total Fee/Employment Applications		24.8	\$ 13,365.00	
<u>Business Operations:</u>				
07/03/24	G. Graham	0.8	652.00	Attend weekly call with Riverbend (.7); correspondence regarding same (.1).
07/10/24	Z. McKay	1.0	725.00	Weekly meeting with debtor FA and counsel.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/16/24	G. Graham	0.7	570.50	Attend internal WIP meeting; correspondence regarding D&O policy;
Total Business Operations		2.5	\$ 1,947.50	
<u>Financing/Cash Collections:</u>				
07/09/24	M. Ghyas	0.7	360.50	Review DIP provisions.
07/16/24	M. Ghyas	1.3	669.50	Review DIP Order release and stipulations (.8); conference with team regarding same (.5).
07/17/24	M. Ghyas	0.9	463.50	Research potential actions regarding DIP.
07/31/24	Z. McKay	1.0	725.00	Review correspondence related to term sheet for Blue Sky DIP proposal.
Total Financing/Cash Collections		3.9	\$ 2,218.50	
<u>Claims Administration and Objections:</u>				
07/05/24	Z. McKay	0.1	72.50	Review bar date motion.
07/30/24	Z. McKay	0.3	217.50	Review debtor motion to extend removal period.
Total Claims Administration and Objections		0.4	\$ 290.00	

Exhibit C

Third Monthly Fee Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:

NITRO FLUIDS, LLC., *et al.*

Debtors.

)

) Chapter 11

)

) Case No. 24-60018 (CML)

)

) (Jointly Administered)

)

**NOTICE OF JACKSON WALKER LLP'S THIRD
MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	Jackson Walker LLP	
Applicant’s Role in Case:	Co-Counsel to the Official Committee of Unsecured Creditors	
Date Order of Employment Signed:	7/31/2024 [Docket No. 225]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	8/1/2024	8/31/2024
Summary of Total Fees and Expenses Requested		
Total fees requested for payment in this Statement:	\$45,425.20 (80% of \$56,781.50)	
Total expenses requested for payment in this Statement:	\$9.00	
Total fees and expenses requested for payment in this Statement (exclusive of 20% Holdback):	\$45,434.20	
Total fees and expenses for the period covered by this Statement (inclusive of 20% Holdback):	\$56,790.50	
Summary of <u>Attorneys’</u> Fees for the Period Covered by This Statement		
Attorneys’ fees:	\$55,676.50	
Actual attorney hours:	82.7	
Average hourly rate for attorneys:	\$673.23	
Summary of <u>Paraprofessional</u> Fees for the Period Covered by This Statement		
Paraprofessional fees:	\$1,105.00	
Actual paraprofessional hours:	4.2	
Average hourly rate for paraprofessionals:	\$263.10	

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 171], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to §§ 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Fee Procedures Order”) [Docket No. 171], Jackson Walker LLP (“JW”), as co-counsel to the Official Committee of Unsecured Creditors, hereby files its *Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from August 1, 2024 Through August 31, 2024* (“Monthly Fee Statement”).

1. Pursuant to the Fee Procedures Order, JW seeks interim payment of \$45,425.20 (80% of \$56,781.50) as compensation for professional services rendered to the Official Committee of Unsecured Creditors during the period from August 1, 2024 through August 31, 2024 (the “Fee Period”); and reimbursement of reasonable and necessary expenses in the amount of \$9.00, for a total amount of \$45,434.20.

2. In support of the Monthly Fee Statement, JW submits a *Summary of Expenses for the Fee Period*, attached hereto as **Exhibit A**, a *Summary of Legal Fees by Category for the Fee Period*, attached hereto as **Exhibit B**, and a *Detailed Record of Fees as Co-Counsel for the Fee Period*, attached hereto as **Exhibit C**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve via email to JW and the following Application Recipients (as defined in the Fee Procedures Order) a written notice setting forth the precise nature of the objection and the amount at issue (the “Notice of Objection”) on or before fourteen (14) days after service of this Monthly Fee Statement:

- (a) the Debtors, c/o Nitro Fluids, LLC, Attn: Brad Walker (bwalker@riverbendssg.com);
- (b) counsel to the Debtors, Bonds Ellis Eppich Schafer Jones LLP, Attn: Joshua N. Eppich (joshua@bondsellis.com); Eric T. Haitz (eric.haitz@bondsellis.com); and Ken Green (ken.green@bondsellis.com);
- (c) the Office of the United States Trustee for the Southern District of Texas, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov);
- (d) Counsel for Simmons Bank, Winstead PC, Attn: Jason Enright (jenright@winstead.com) and
- (e) counsel for Blue Sky Bank, GableGotwals, Attn: Brandon Bickle (bbickle@gablelaw.com) and Sid Swinson (sswinson@gablelaw.com).

4. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. JW reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Fee Procedures Order.

Houston, TX

Dated: September 16, 2024

/s/ Zachary McKay

JACKSON WALKER LLP

Genevieve M. Graham (TX Bar No. 24085340)

Zachary McKay (TX Bar No. 24073600)

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*Co-Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	TOTAL
TX SOS	\$9.00
TOTAL	\$9.00

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	LEGAL FEES	EXPENSES	TOTAL
110	Case Administration	\$3,218.50		
120	Asset Analysis and Recovery	\$31,903.00		
130	Asset Disposition	\$3,529.00		
140	Relief from Automatic Stay and Adequate Protection	\$50.00		
150	Meetings and Communications with Creditors	\$7,119.50		
160	Fee/Employment Applications	\$1,514.00		
210	Business Operations	\$733.50		
230	Financing and Cash Collateral	\$6,076.50		
310	Claim Administration and Objections	\$2,637.50		
	Totals	\$56,781.50	\$9.00	\$56,790.50

Total Fees for Fee Period	\$56,781.50
20% Fee Holdback for Fee Period	\$11,356.30
80% of Fees Amount for Fee Period	\$45,425.20
Total Expenses for Fee Period	\$9.00
TOTAL REQUEST	<u>\$45,434.20</u>

EXHIBIT C**DETAILED RECORD OF FEES AS CO-COUNSEL FOR THE FEE PERIOD**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
08/01/24	G. Graham	0.4	326.00	Attend internal WIP meeting re next steps.
08/01/24	D. Trevino	0.1	25.00	Calculate responsive deadlines for recently filed pleadings.
08/21/24	Z. McKay	1.0	725.00	Prepare for and attend weekly meeting with debtor professionals (.7); coordinate call with co-counsel (.3).
08/27/24	Z. McKay	1.0	725.00	Communications re discovery requests with committee counsel.
08/27/24	M. Ghyas	0.5	257.50	Meeting with UCC team regarding upcoming depositions, sales updates, and prep for hearings and other matters.
08/28/24	Z. McKay	1.6	1,160.00	Prepare for (1.0) and attend weekly meeting with debtor professionals (.6).
Total Case Administration		4.6	\$ 3,218.50	
<u>Asset Analysis and Recovery:</u>				
08/01/24	B. Ruzinsky	0.2	229.00	Meet with Z. McKay, G. Graham, and M. Ghyas regarding pre-petition transfers.
08/01/24	Z. McKay	5.7	4,132.50	Continue lien review (3.5); call with counsel re lien review efforts, issues related to pre-petition liens (2.2).
08/01/24	M. Ghyas	1.6	824.00	Pre-petition lien investigation strategy meeting with team (.4); research regarding same (1.2).
08/02/24	Z. McKay	5.8	4,205.00	Investigate pre-petition lien documents (3.2); research re lien related chapter 5 causes of action (2.1); counsel meeting re same (.5).
08/05/24	B. Ruzinsky	0.5	572.50	Telephone conference with Z. McKay and G. Graham regarding challenge period related questions.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/05/24	Z. McKay	6.9	5,002.50	Counsel meeting re lien review (1.5); communication with Blue Sky Bank counsel re lien issues (.5); correspond with debtor counsel re same (.3); multiple communications calls/email with DIP lender counsel re same (.4); review DIP order re challenge period issues (.8); confer internally re same, strategy moving forward (1.2); review standing issues (2.2).
08/05/24	M. Ghyas	0.9	463.50	Conference regarding procedure and workstreams for DIP investigation (.5); research precedent regarding same (.4).
08/05/24	M. Ghyas	1.9	978.50	Research regarding tolling of challenge period re standing motion (.6); analyze burden to establish derivative standing (.8); confer regarding procedural mechanism for asserting DIP challenge (.5).
08/05/24	D. Trevino	0.5	125.00	Prepare draft of UCC motion for standing.
08/06/24	G. Graham	1.8	1,467.00	Call regarding possible lien issue (.5); discuss same with Z. McKay (.1); call with debtors regarding same (.4); attend meeting with UCC (.3); review LA World case regarding possible standing issue (.4); correspondence regarding same (.1).
08/06/24	Z. McKay	5.8	4,205.00	Prepare for (.5) and host phone call with DIP lender counsel (.6); call with UCC counsel re strategy (.4); conference call with debtor counsel re lien issues (.5); prepare for (.7) and host weekly committee member meeting (.8); research re standing issues (2.3)
08/06/24	M. Ghyas	0.6	309.00	Conference regarding issues related to DIP investigation.
08/07/24	G. Graham	0.6	489.00	Attend weekly Riverbend call (.4); correspondence regarding lien challenge (.2).
08/07/24	Z. McKay	3.0	2,175.00	Communication with DIP lender counsel (.5); review, revise standing motion (2.0); participate in meeting with debtor professionals (.5).
08/07/24	M. Ghyas	1.9	978.50	Research derivative standing standards.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/07/24	M. Ghyas	1.4	721.00	Draft standing motion (.9); review final DIP in preparation for same (.5).
08/07/24	D. Trevino	0.5	125.00	Prepare draft complaint for standing.
08/12/24	Z. McKay	1.3	942.50	Continue Blue Sky Bank lien review efforts.
08/13/24	Z. McKay	2.6	1,885.00	Continue lien review efforts (2.2); attend meeting re Blue Sky Bank lien review efforts. (.4)
08/20/24	Z. McKay	0.3	217.50	Communicate with co-counsel re liens, other issues.
08/21/24	M. Ghyas	1.1	566.50	Research standing argument for standing motion.
08/22/24	M. Ghyas	1.8	927.00	Draft standing motion (1.2); research re same (.6).
08/29/24	Z. McKay	0.5	362.50	Review lien analysis on titles send by Blue Sky Bank.

Total Asset Analysis and Recovery 47.2 \$ 31,903.00

Asset Disposition:

08/07/24	M. Ghyas	0.4	206.00	Meet with Debtor re asset evaluation and sale progress.
08/14/24	Z. McKay	1.6	1,160.00	Meeting with debtor investment banker, other debtor professionals re sale update, case update.
08/23/24	M. Ghyas	1.7	875.50	Continue drafting standing motion.
08/27/24	M. Ghyas	1.9	978.50	Continue drafting standing motion to contest Simmons lien.
08/28/24	M. Ghyas	0.6	309.00	Call with Debtor regarding sales updates; conference with team regarding same.

Total Asset Disposition 6.2 \$ 3,529.00

Relief from Stay/Adequate Protection Proceedings:

08/13/24	D. Trevino	0.2	50.00	Review recently filed MFR of Cameron, calculate and calendar deadlines.
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Total Relief from Stay/Adequate Protection Proceedings 0.2 \$ 50.00

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Meetings of and Communications with Creditors:</u>				
08/06/24	M. Ghyas	0.8	412.00	Attend UCC Meeting.
08/06/24	M. Ghyas	1.3	669.50	Review docket and update work streams in preparation for UCC meeting (.7); draft and revise agenda and circulate to UCC (.6).
08/12/24	M. Ghyas	0.7	360.50	Review outstanding committee questions and updated workstreams with same (.6); correspondence regarding upcoming UCC meeting (.1).
08/13/24	Z. McKay	1.6	1,160.00	Prepare for (1.1) and host weekly client meeting (.5).
08/13/24	M. Ghyas	1.3	669.50	Revise agenda (.3); multiple correspondence with team regarding UCC meeting (.5); attend UCC meeting (.5).
08/20/24	Z. McKay	4.1	2,972.50	Prepare for (3.6) and host weekly client meeting (.5).
08/20/24	M. Ghyas	1.7	875.50	Draft agenda for UCC meeting (.5); review meeting notes in preparation for same (.7); attend committee meeting (.5).
Total Meetings of and Communications with Creditors		11.5	\$ 7,119.50	
<u>Fee/Employment Applications:</u>				
08/12/24	K. Gradney	1.6	440.00	Update and finalize Jackson Walker June fee statement (1.1); prepare July fee statement (.5).
08/13/24	D. Trevino	0.3	75.00	Review recently filed fee applications and notice, calculate and calendar deadlines.
08/20/24	Z. McKay	0.5	362.50	Review Jackson Walker July fee statement.
08/20/24	E. Flynn Meraia	0.4	254.00	Review, revise JW fee statement re confidentiality.
08/21/24	Z. McKay	0.3	217.50	Confer re July fee statement.
08/21/24	K. Gradney	0.6	165.00	Finalize July fee statement for filing.
Total Fee/Employment Applications		3.7	\$ 1,514.00	

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Business Operations:</u>				
08/01/24	G. Graham	0.9	733.50	Attend meeting regarding Straitline issue (.6); review same (.3).
Total Business Operations		0.9	\$ 733.50	
<u>Financing/Cash Collections:</u>				
08/13/24	M. Ghyas	0.5	257.50	Review workstreams regarding revised DIP terms and DIP investigation.
08/14/24	Z. McKay	0.6	435.00	Attend call with counsel re strategy, next steps, lien issues.
08/19/24	Z. McKay	1.4	1,015.00	Review amended budget (.4); review DIP term sheet for potential new DIP (1.0)
08/21/24	Z. McKay	3.4	2,465.00	Review term sheet from Simmons Bank (1.0); review DIP offers (.4); draft detailed update to committee members re DIP offer, analysis re same (2.0).
08/21/24	M. Ghyas	0.6	309.00	Call with Debtor regarding new DIP terms and other matters.
08/22/24	Z. McKay	0.4	290.00	Communications related to DIP amendment with Debtor.
08/26/24	Z. McKay	0.6	435.00	Communication with committee re DIP correspondence.
08/30/24	Z. McKay	1.2	870.00	Review amended DIP documents draft (1.0); internal communication re same. (.2).
Total Financing/Cash Collections		8.7	\$ 6,076.50	
<u>Claims Administration and Objections:</u>				
08/08/24	Z. McKay	3.5	2,537.50	Review motion to extend removal period, motion to set claim deadline(.5); attend hearing re same (3.).
08/13/24	D. Trevino	0.2	50.00	Review the recently filed bar date order, calculate and docket deadlines.
08/13/24	D. Trevino	0.2	50.00	Review the recently filed order extending time to remove actions, calendar deadlines.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
	Total Claims Administration and Objections	3.9	\$ 2,637.50	